

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
)	
GULFPORT ENERGY CORPORATION, <i>et al.</i> , ¹)	Case No. 20-35562 (DRJ)
)	
Debtors.)	(Jointly Administered)
)	
)	

**JOINT STIPULATION AND AGREED ORDER
BY AND AMONG THE DEBTORS AND MIDSHIP PIPELINE
COMPANY, LLC GRANTING RELIEF FROM THE AUTOMATIC STAY**

This joint stipulation and agreed order (this “Stipulation”) is made and entered into by and among (a) Gulfport Energy Corporation and the other debtors-in-possession in the above-captioned chapter 11 cases (the “Debtors”), and (b) Midship Pipeline Company, LLC (“Midship”). The Debtors, together with Midship, are collectively referred to herein as “Parties.” The Parties hereby stipulate and agree as follows:

RECITALS²

WHEREAS, on November 13, 2020 (the “Petition Date”), each of the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Gulfport Energy Corporation (1290); Gator Marine, Inc. (1710); Gator Marine Ivanhoe, Inc. (4897); Grizzly Holdings, Inc. (9108); Gulfport Appalachia, LLC (N/A); Gulfport MidCon, LLC (N/A); Gulfport Midstream Holdings, LLC (N/A); Jaguar Resources LLC (N/A); Mule Sky LLC (6808); Puma Resources, Inc. (6507); and Westhawk Minerals LLC (N/A). The location of the Debtors’ service address is: 3001 Quail Springs Parkway, Oklahoma City, Oklahoma 73134.

² Capitalized terms used but not defined herein shall have the meaning ascribed to them in the 9019 Motion (as defined below).

(the “Court”). The Debtors’ chapter 11 cases are being jointly administered for procedural purposes. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code;

WHEREAS, on December 15, 2020, the Debtors and Midship filed the *Joint Motion of Debtors and Midship Pipeline Company, LLC for Entry of an Order (I) Authorizing and Approving Settlement Agreement and (II) Granting Related Relief* [Docket No. 442] (the “9019 Motion”);

WHEREAS, the 9019 Motion seeks approval of a settlement agreement between the Debtors and Midship (the “Settlement Agreement”), which includes an amended services agreement (the “New Gulfport TSA”), to be effective as of the Settlement Effective Date;

WHEREAS, the New Gulfport TSA must be accepted by the Federal Energy Regulatory Commission (“FERC”) as a condition precedent to the Settlement Effective Date;

WHEREAS, the Debtors believe it is in the best interests of their estates for Midship to promptly file all documents with FERC relating to the approval of the New Gulfport TSA to commence the FERC review process while the 9019 Motion is pending; and

WHEREAS, the Debtors consent to relief from the automatic stay imposed by section 362 of the Bankruptcy Code to allow Midship to seek such approval by FERC.

THEREFORE, IT IS HEREBY STIPULATED AND AGREED, AND UPON APPROVAL BY THE COURT OF THIS STIPULATION, IT IS SO ORDERED as follows:

1. The above recitals are incorporated by reference into this Stipulation with the same force and effect as if fully set forth hereinafter.
2. Midship is hereby granted relief from the automatic stay under section 362(a) of the Bankruptcy Code, as necessary, solely to allow Midship’s filings with FERC for acceptance of

the New Gulfport TSA and any other filings, communications, and/or responses necessary in connection therewith.

3. For the avoidance of doubt, nothing herein shall constitute the Court's approval of the Settlement Agreement or the New Gulfport TSA, which is being sought separately by the 9019 Motion.

4. Each of the Parties to this Stipulation represents and warrants it is duly authorized to enter into and be bound by this Stipulation.

5. Neither this Stipulation, nor any terms contained herein shall be offered in evidence in any legal proceeding or administrative proceeding among or between the Parties, other than as may be necessary: (a) to obtain approval of and to enforce this Stipulation, (b) to seek damages or injunctive relief in connection therewith, or (c) to prove that the automatic stay has been modified in accordance with the terms of this Stipulation.

6. The Court retains exclusive jurisdiction with respect to any disputes arising from or other actions to interpret, administer, or enforce the terms and provisions of this Stipulation.

Dated: _____, 2020

DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

STIPULATED AND AGREED TO THIS 17TH DAY OF DECEMBER, 2020:

Respectfully Submitted,

/s/ Matthew D. Cavanaugh

JACKSON WALKER L.L.P.

Matthew D. Cavanaugh (TX Bar No. 24062656)
Veronica A. Polnick (TX Bar No. 24079148)
Cameron A. Secord (TX Bar No. 24093659)
1401 McKinney Street, Suite 1900
Houston, Texas 77010
Telephone: (713) 752-4200
Facsimile: (713) 752-4221
Email: mcavanaugh@jw.com
vpolnick@jw.com
csecord@jw.com

*Proposed Co-Counsel for the Debtors and
Debtors in Possession*

/s/ John J. Sparacino

MCKOOL SMITH PC

John J. Sparacino (SBN 18873700)
Joshua J. Newcomer (SBN 24060329)
600 Travis St., Ste. 7000
Houston, TX 77002
Telephone: (713) 485-7300
jsparacino@mckoolsmith.com
jnewcomer@mckoolsmith.com

Co-Counsel for Midship

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Edward O. Sassower, P.C.
Steven N. Serajeddini, P.C. (admitted *pro hac vice*)
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4600
Facsimile: (212) 446-4800
Email: edward.sassower@kirkland.com
steven.serajeddini@kirkland.com

-and-

Christopher S. Koenig (admitted *pro hac vice*)
300 North LaSalle Street
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: chris.koenig@kirkland.com

*Proposed Co-Counsel for the Debtors and Debtors in
Possession*

LATHAM & WATKINS LLP

Christopher R. Harris (Admitted *pro hac vice*)
Keith A. Simon (Admitted *pro hac vice*)
Annemarie V. Reilly (Admitted *pro hac vice*)
885 Third Avenue
New York, NY 10022
Telephone: (212) 906-1200
christopher.harris@lw.com
keith.simon@lw.com
annemarie.reilly@lw.com

Co-Counsel for Midship

Certificate of Service

I certify that on December December 17, 2020, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Matthew D. Cavanaugh

Matthew D. Cavanaugh